

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court Northern District of Illinois						Voluntary Petition			
Name of Debtor (if individual, enter Last, First, Middle): <b>Carlyle Group, LTD.</b>						Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):						All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>36-3197008</b>						Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):			
Street Address of Debtor (No. and Street, City, and State): <b>625 N. Michigan Ave., Suite 2100 Chicago, IL 60611</b> <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 60611</div>						Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>			
County of Residence or of the Principal Place of Business: <b>Cook</b>						County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>						Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>			
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>									
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)			<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b>  <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13 </div> <div style="width: 48%;"> <input type="checkbox"/> Chapter 15 Petition for  Recognition of a Foreign  Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for  Recognition of a Foreign  Nonmain Proceeding </div> </div> <hr/> <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee (Check one box.)</b>  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.						<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
<b>Statistical/Administrative Information</b>  <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div style="width: 10%;"> <input type="checkbox"/> 1-49  <input type="checkbox"/> 50-99  <input checked="" type="checkbox"/> 100-199  <input type="checkbox"/> 200-999 </div> <div style="width: 10%;"> <input type="checkbox"/> 1,000-5,000  <input type="checkbox"/> 5,001-10,000  <input type="checkbox"/> 10,001-25,000  <input type="checkbox"/> 25,001-50,000  <input type="checkbox"/> 50,001-100,000  <input type="checkbox"/> Over 100,000 </div> </div>									
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div style="width: 10%;"> <input type="checkbox"/> \$0 to \$50,000  <input type="checkbox"/> \$50,001 to \$100,000  <input type="checkbox"/> \$100,001 to \$500,000  <input type="checkbox"/> \$500,001 to \$1 million  <input checked="" type="checkbox"/> \$1,000,001 to \$10 million  <input type="checkbox"/> \$10,000,001 to \$50 million  <input type="checkbox"/> \$50,000,001 to \$100 million  <input type="checkbox"/> \$100,000,001 to \$500 million  <input type="checkbox"/> \$500,000,001 to \$1 billion  <input type="checkbox"/> More than \$1 billion </div> </div>									
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div style="width: 10%;"> <input type="checkbox"/> \$0 to \$50,000  <input type="checkbox"/> \$50,001 to \$100,000  <input type="checkbox"/> \$100,001 to \$500,000  <input type="checkbox"/> \$500,001 to \$1 million  <input checked="" type="checkbox"/> \$1,000,001 to \$10 million  <input type="checkbox"/> \$10,000,001 to \$50 million  <input type="checkbox"/> \$50,000,001 to \$100 million  <input type="checkbox"/> \$100,000,001 to \$500 million  <input type="checkbox"/> \$500,000,001 to \$1 billion  <input type="checkbox"/> More than \$1 billion </div> </div>									

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Carlyle Group, LTD.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District: <b>Northern District of Illinois</b>	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Carlyle Group, LTD.</b>
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p>X _____ Signature of Attorney for Debtor(s) <b>Aaron L. Hammer, Esq.</b> Printed Name of Attorney for Debtor(s) <b>Freeborn &amp; Peters LLP</b> Firm Name <b>311 S. Wacker Dr., Suite 3000</b> Address <b>Chicago, Illinois 60606</b>  _____ <b>(312) 360-6000</b> Telephone Number <b>2/26/09</b> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>_____ Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <b>Max DeZara</b> Printed Name of Authorized Individual <b>Chief Executive Officer</b> Title of Authorized Individual <b>2/26/09</b> Date</p>		

**CORPORATE RESOLUTION:  
ACTION IN WRITING BY CONSENT OF THE BOARD OF DIRECTORS**

The undersigned, being all the directors of the Carlyle Group, LTD., an Illinois corporation (the "*Corporation*"), take the following actions by and through this instrument pursuant to Section 8.45 of the Illinois Business Corporation Act of 1983 as amended.

This consent instrument is executed in lieu of holding a meeting of the Board of Directors. Any notice required in connection with this consent instrument is hereby waived.

"RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Corporation under the provisions of chapter 11 of Title 11 of the United States Code.

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to execute and file on behalf of the Corporation all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain relief under or in connection with such chapter 11 case.

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to employ (and do hereby confirm and ratify any prior employment of) the law firm of Freeborn & Peters LLP as general bankruptcy counsel to the Corporation to represent and assist the Corporation in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights, including filing and pleading, and, in connection therewith, the officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Freeborn & Peters LLP.

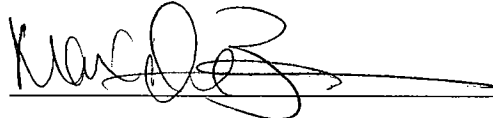
BE IT FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to employ any other firm as professionals or consultants to the Corporation as are deemed necessary to represent and assist the Corporation in carrying out its duties under Title 11 of the United States Code; and, in connection therewith, the officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such firm.

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions.

BE IT FURTHER RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the Board of

Directors of the Corporation, in the name and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.”

Dated as of February 26, 2009

  
\_\_\_\_\_

Being all the Directors of Carlyle Group, LTD.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	:	
	:	Case No. _____
CARLYLE GROUP, LTD.,	:	
	:	Chapter 11
Debtor.	:	
	:	
	:	
	:	

**LIST OF EQUITY SECURITY HOLDERS**

Carlyle Equity Partner  
Ownership as of 1/1/08

	<u>Ownership %</u>	<u># of Shares</u>
Ben DeBerry	1.4050%	35.13
Max DeZara	40.3716%	1,009.29
Ward Feste	14.4624%	361.56
Todd Justic	5.000%	125.00
Larry Loubert	19.4016%	485.04
Karen Scalise	2.937%	73.43
Jon Schultz	9.0676%	226.69
Samatha Whitney	2.457%	61.43
Michael Wyman	4.8972%	122.43
<b>Total</b>	<b>100%</b>	<b>2,500.00</b>